

## Information Relative to Not for Profit Church Bond Financing

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The Office of Financial and Insurance Services (OFIS), Securities Section, frequently receives inquiries regarding the proper procedures of the offer or sale of securities of not for profit religious, educational, charitable or social institutions or organizations. In an effort to assist persons who wish to offer such securities in complying with the statute and regulations of this state, the following guidelines are presented.

Section 301 of the Uniform Securities Act provides that:

"It is unlawful for any person to offer or sell any security in this state unless (1) it is registered under this act or (2) the security or transaction is exempt under Section 402."

Section 402(a) of the Act provides that the following securities are exempt from Sections 301 and 403:

"(8) Any security issued by any person organized and operated not for private profit but exclusively for religious, educational, benevolent, charitable, fraternal, social, athletic, or reformatory purposes or as a chamber of commerce or trade or professional association. However, unless the securities are part of an issue having an aggregate sales price of \$250,000.00 or less and are sold only to bona fide members of the issuing organization and are sold without payment of a commission or consulting fee then the issuer shall do all of the following:

- (i) Ten days before offer or sale of the security, file with the administrator an offering circular in a form the administrator may by rule or order require together with a filing fee of \$50.00, and the administration does not disallow the exemption.
- (ii) Not pay a commission or consulting fee to any person except a registered broker-dealer in connection with the offer or sale of the security.
- (iii) Sell only through registered securities broker-dealers or through persons exempted from the definition of the term "agent" by the administrator. In connection with all of the foregoing, the administrator may by rule or order withdraw or further condition this exemption, or waive the conditions contained in subparagraphs (i) and (ii)."

This section therefore creates an exemption from registration for offerings made in compliance with the specified conditions. As used in this section, activities related to the offer or sale does not include the preparation of the securities documents. However, activities that relate to marketing, sales training, etc., are involved in the offer or sale of the securities.

The exemption from registration provided by this section should not be interpreted as removing the obligation to comply with all other pertinent provisions of the Uniform Securities Act.

Section 101 of the Act provides:

"It is unlawful for any person, in connection with offer, sale, or purchase of any security directly or indirectly:

- (1) To employ any device, scheme, or artifice to defraud.



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Phone OFIS toll-free at: 1-877-999-6442

- (2) To make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading.
- (3) To engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person."

Section 401(b) of the Act defines the term "agent" to mean:

"Any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities or commodity contracts."

Section 401(a) provides:

"A person shall not transact business in this state as a broker-dealer, commodity issuer, or agent unless registered under this act."

Section 401(b) provides, in part:

"The administrator may by rule or order exclude other persons from the definition of the word agent."

Thus, any person who wishes to offer or sell securities of an organization whose securities are exempted under Section 402(a)(8) must be a registered representative of a brokerage firm or the issuer or request an exclusion from the definition of the term "agent." Any person who offers or sells church or other eleemosynary securities without registration or exclusion will be liable under both civil and criminal sections of the Act.

Organizations considering issuing securities should consult legal counsel about the application of these sections of the Act to their specific circumstances.

If a filing with the Office of Financial and Insurance Services is required under Section 402(a)(8), this Office suggests the following procedure to assist in complying with the Act:

1. Prepare a letter to the Office of Financial and Insurance Services stating that your organization wishes to offer and sell securities pursuant to an exemption under Section 402(a)(8). Indicate such facts as may be required to support the application of the exemption. This letter should address itself to both the nonprofit nature of the organization and the basis for its claimed exemption, e.g., establishing that it is a religious or other non-profit organization. The letter should be signed by the highest officer of the organization. If your organization wishes to exempt its agents and not use a broker-dealer, it should request an exclusion, pursuant to Section 401(b). Attached to this letter should be the name of each individual, his or her home address, his or her business address, and his or her home and business phone numbers. Please indicate as to each individual whether he or she has been, or are now, registered securities agents in the State of Michigan and whether he or she has been subject to any previous order by any administrative agency or by the Office of Financial & Insurance Services, Securities Section. The letter should state that no direct or indirect compensation will be paid or given to the salesmen for offering or selling such securities. If these conditions are met, the Securities Section will customarily grant the request for excluding agents.
2. Enclose with the letter the following documents:

- A. The organization's articles of incorporation or association and any amendments thereto. If you cannot locate the articles and are incorporated in Michigan, a copy may be obtained from Commercial Services & Corporations, P.O. Box 30054, Lansing, Michigan 48909-7554, Attention: Certification.
- B. A copy of the latest nonprofit corporation annual report filed with the Corporation Division of the state in which incorporated.
- C. A draft specimen of the securities or certificates to be issued. It is recommended that the securities not be printed until the Office of Financial and Insurance Services' approval has been acknowledged. Please label the securities submitted with the word "specimen" or "void."
- D. A copy of any proposed agreement or form of any agreement with a securities broker-dealer, underwriter, or consultant.
- E. A draft of the preliminary or definitive indenture and/or trust agreement. Contained in the agreement should be the following:
  - (1) Maturity provisions;
  - (2) Optional redemption provisions;
  - (3) Sinking Fund;
  - (4) Interest payments;
  - (5) Subsequent series provisions;
  - (6) Default provisions;
  - (7) Modification limitations;
  - (8) Insurance coverage and maintenance of properties;
  - (9) Rights of the securities holders;
  - (10) Successor Trustee Provisions.
    - (a) The Trust Agreement or Indenture must include language that in the event a Trustee or Paying Agent is terminated, replaced or resigns, a successor Trustee or Paying Agent cannot be a member or affiliate of the church, nor can it be the church itself.
- F. For offers where a mortgage or security lien on property or assets of the issuer is required, provide a preliminary copy of the documents creating the lien if in negotiations and provide an executed copy of the lien documents when completed.
- G. Provide an executed copy of the paying agent agreement.
- H. The Resolution authorizing the offering. In order to have an offering, a majority of the members, directors, or trustees must have voted to approve the offering. The proper authorizing vote will be provided in the corporate articles or bylaws.
- I. A proposed escrow agreement or agreement to impound proceeds of the offering executed by a bank or financial lending institution. The church or an affiliate of the church cannot act as an escrow agent. Ordinarily, 100% of the non-member funds are escrowed until the entire offering is sold and the Office of Financial and Insurance Services has authorized the release of the escrowed funds.

- J. Consents may be required for any professional whose opinion is being used in the offering. Other documentation or exhibits such as appraisals, cost estimates, land contracts, purchase/sale agreements, etc., may be requested by the Office of Financial and Insurance Services.
  - K. A copy of the subscription agreement or reservation order form. The agreement should provide for copies to the subscriber, issuer and escrow agent.
  - L. Copies of any advertising to be used.
  - M. Copies of the bylaws and constitution.
  - N. A copy of the appraisal report.
3. A draft of the prospectus, prepared in accordance with the following instructions. The prospectus should not be reproduced in large numbers until the Office of Financial and Insurance Services' approval is obtained. The prospectus must contain all factual statements necessary to comply with Section 101 of the Act, which is reproduced on the cover of these guidelines. Personal judgments and opinions may not be represented as factual statements.

### PROSPECTUS INSTRUCTIONS

The prospectus may be reproduced in any legible fashion, and should provide the information listed below. However, the Office of Financial and Insurance Services cannot foresee all possible circumstances that may occur and the information discussed below is not intended to be all-inclusive. The goal, in each case, is to make meaningful, fair and full disclosure of all material information about the issuer and the offering so that the prospective investor may make an informed investment decision.

1. Cover Page

The cover page should contain:

- A. Name of issuer.
- B. Principle business address.
- C. Name of security.
- D. Description of security (maturity, interest rate, secured status).
- E. Aggregate amount of offering with a footnote that the amount is proceeds before expenses of offering, and the estimated amount of the expenses.
- F. Date of Prospectus.
- G. Name, address and telephone number of trustee.
- H. Name, address and telephone number of paying agent.
- I. Name, address, and telephone number of any underwriters or broker-dealers assisting with the offering and of the local representative of the broker-dealers or

underwriters.

J. A statement to the following effect:

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 402(a)(8) OF THE MICHIGAN UNIFORM SECURITIES ACT, AS AMENDED, AND SECTION 3(a)(4) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE OFFICE OF FINANCIAL AND INSURANCE SERVICES, SECURITIES SECTION, MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH, OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE OFFICE OF FINANCIAL AND INSURANCE SERVICES NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

2. Table of Contents

3. Prospectus Information Disclosure

No dealer, salesman or other person has been authorized by the issuer or its broker-dealer to give any information or to make any representations, other than those contained in the prospectus, and if given or made, such information or representations must not be relied upon as having been authorized by the issuer or its broker-dealer. This prospectus does not constitute the offer nor the solicitation of an offer to sell to any person in any state or other political jurisdiction in which such an offer or solicitation may not be lawfully made. This prospectus does not constitute the offering by its broker-dealer in any state in which said broker-dealer is not qualified to act as a dealer or broker.

4. Broker-Dealer and/or Financial Consultant

Disclose who they are, their addresses, services to be provided, fee charged and whether any past or future dealings have occurred or have been agreed upon.

5. Risk Factors

Include statements describing any significant risks in purchasing these securities. Statements should be made in light of the financial information concerning the organization or church. (Statements to the effect that little or not risk is involved in buying church bonds will be regarded as material misrepresentation. Further, comparison to other investments solely on the basis of the interest return paid will be considered misleading, unless other comparative aspects of these investments are also described.) The lack of a market in which to resell the securities should be set forth in this section. Any factors which may affect the ability of the organization to complete the offering, acquisition, development, or construction program, or payment of interest on principal should be set forth. Examples include the effects of the energy crisis, shortages of materials, changing economic patterns of the community, or population change.

The following are examples of risk factors and are not to be considered all-inclusive.

## RISK FACTORS

Potential purchasers should give consideration to the following facts concerning the risk involved in the bonds of this issue:

- A. The principal amounts, interest rates and other provisions of the bonds are arbitrarily determined. There is presently no quoted secondary market for these bonds and neither the issuer nor its BROKER-DEALER is obligated to repurchase the securities. Consequently, the purchase of these securities should be viewed as an investment to be held to maturity as investors may not be able to sell any bonds purchased prior to maturity, whether for emergency purposes or otherwise.
- B. The total value of the security for payment of the bonds of this issue is based upon the market value appraisal of the land and improvements as shown in the footnotes to the "Balance Sheet" and the anticipated cost of the proposed facilities to be constructed under "Use of Proceeds." There is no assurance that the facility and the land could be sold for the value stated in the event of default.
- C. Bonds of this issue will be offered to the general public and therefore must compete with other investment opportunities which may be of more or less risk, and which may provide higher or lower yields.
- D. Additional series of bonds may be issued under the Trust Indenture and have equal standing and priority with the bonds offered hereby, provided that the proceeds from such subsequent bonds issued are utilized to make further improvements on the property conveyed in said Trust Indenture or to retire outstanding bonds.
- E. The interest derived from the bonds is taxable under State and Federal income tax law. In addition, recent IRS rulings indicate that the income resulting from the investment in compound interest securities, which accrues within a particular tax year (even though not paid until some future maturity date), must be reported as taxable income each tax year.
- F. Issuer's financial statements as shown under "STATEMENT OF INCOME AND DISBURSEMENTS," "BALANCE SHEET," AND "STATISTICAL DATA" are unaudited and are prepared on a cash basis, which is the generally consistent method used by churches. Accordingly, these statements are not prepared in accordance with generally accepted accounting principles, but are not believed materially at variance with statements prepared on the accrual basis.
- G. The income of the issuer is primarily derived from gifts and offerings from its membership and friends. Repayment of this obligation will be from this source of income. No assurance is made concerning the future growth or the sufficiency of the income to meet the repayment schedule.
- H. There is no guarantee that all of the bonds will be sold. This issue contains an escrow agreement to deposit a minimal amount of the proceeds from the sale of bonds before proceeds are expended for the purpose set forth under "USE OF PROCEEDS."
- I. These bonds may be redeemed by the issuer prior to maturity.

- J. These bonds will not become First Mortgage obligations of the issuer until all prior liens have been paid and released of record.
- K. In the event of default, the written request of 25 percent of the aggregate principal amount of the bonds outstanding shall be required to bring about immediate maturity.

6. History and Operations

- A. State and date of formation and location of initial formation, if different.
- B. Location of principal business office and telephone numbers.
- C. General development of the history of the church or other organization.
- D. Brief summary stating the background and experience of the minister, or principal officers of the organization.
- E. List of other key officers, board of directors and trustees should be included with their occupations.
- F. If the issuer, officers or directors have any affiliates to whom the funds may be paid or flow, the affiliation and nature of the payments must be disclosed.
- G. Attendance profile for past three years include members, church families, Sunday school enrollment and weekly offering amount.
- H. Brief description of the community and its development.
- I. Discussion of the competitive factors, operations, services and products to be made available, if applicable.
- J. Discussion of involvement by other regulatory agencies, such as, Department of Education, Social Services, Public Health, etc.

7. Description of Property

- A. Physical and legal description of the physical property of organization (size of building, real estate, etc.).
- B. Statement describing proposed new construction or purchases.
- C. Statement of mortgaged property valuation.
- D. If property is purchased with proceeds of this offering, state from whom purchase is made, terms of purchase and date of purchase agreement.
- E. Disclose any present land contracts or mortgages to which the offering organization is a party and the terms of the contracts. If the organization has any options to buy proposed options for major investments in buildings or property, disclosure is required.
- F. Disclose any construction contracts or sub-contracts and the parties with whom the offeror has contracted. Also provide beginning dates, completion dates and stages of construction that are identifiable or proposed.

- G. Disclose if the organization is planning the disposition of any major assets concurrent with or subsequent to the present offering.
- H. Persons preparing any appraisals and their qualifications must be disclosed.

8. Table of Source and Use of Proceeds

- A. Itemized statement showing the use of proceeds in the proposed order of priority and an itemized statement of the source of funds.
- B. Statement that construction costs are estimates only and are subject to change, unless, they are firm contractor price.
- C. If additional funds may be secured by pledge or mortgage, state for what purpose these additional funds may be used, the security to be given, and whether senior or junior to the proposed offering.
- D. Statement as to use of any excess funds after accomplishment of state purposes.
- E. Statement as to when construction is expected to begin and when it is estimated to be completed.

9. Terms of the Offering

- A. Name of the organization making the offering, if other than issuer.
- B. Statement of all direct and indirect remuneration received by members of the issuer in connection with the offering.
- C. The Impoundment of Proceeds or Escrow Agreement. Set out provisions relating to the impoundment of proceeds with a bank or trust company. Ordinarily, all non-member funds will be placed in the escrow account until such time as sufficient funds are received to complete the project. The bank or trust company shall be instructed to notify the Office of Financial and Insurance Services that the designated level of funding has been deposited once the Office of Financial and Insurance Services is satisfied that the terms of the offering have been met, it will approve the release of funds to the issuer of the offering.

Insert the name of the escrow agent and the date on which the funds will be returned to subscribers if the minimum offering is not completed.

Upon written request from the Issuer, for good cause, the Office of Financial and Insurance Services may grant an extension of the offering for a period not to exceed one year.

- D. State whether the offering is being made to members only or to the general public, i.e., non-members.



10. Description of Securities

- A. Statement describing type and denominations of securities, and setting forth the interest rate, where applicable. When more than one type of security is being offered, provide a capitalization table that indicates the breakdown of the total amount being offered of each security, its maturity schedule and its priority standing.
- B. Statement of Security
  - (1) If collateral for the securities is in part real estate, the cost and appraised value of such property should be stated. Likewise, a statement should be made concerning whether the sale of additional bonds may be authorized with same underlying collateral.
  - (2) If guarantees of payment are made, information describing the guarantee, including financials, should be furnished. The word "guarantee" should not be used to describe the obligation of the issuer to pay, and is appropriate only if there is a contingent obligation by a second entity. A guarantee in and of itself involves the offering of a second security, which may require registration.
- C. Optional redemption provisions.  
Statement describing any option to redeem securities.
- D. Maturity Schedule.
  - (1) Set forth a complete pay-out and maturity schedule.
  - (2) A schedule or chart showing, the amount of return to be received if interest is reinvested is prohibited unless there are provisions for reinvesting the interest received.
- E. Sinking funds.  
Sinking funds should be described including schedule of the payments to be made into the fund. The sinking fund will be an accumulation to retire the debt at its maturity. Normally, sinking fund payments are to be made on a weekly basis.
- F. Interest payments.  
Set forth interest payment dates and paying agent(s).
- G. Events of default.  
Describe the default provisions contained in the trust indenture or agreement.
- H. Security for the indebtedness.  
Give a description and location of property used as collateral and the type of lien or mortgage created by the bonds.
- I. Describe the bond registry that will be kept by the issuer of the securities.

- J. If revenue bonds, describe the method for collecting the revenues and repaying the obligations.
- K. Prior securities offerings.
  - (1) Give details including the date of origination, purpose of the loan, amount, payment terms, present balance due, etc., of present outstanding debt and state whether or not payments have been made on time.
  - (2) Give details of any prior securities issue or major long-term debt if paid off in last 5 years.

11. Paying Agent

State the name of the paying agent, its address and a brief statement of its duties and obligations.

12. Trustee(s) and Duties

State the name of the trustee(s), its address and brief statement of its duties and obligations.

13. Annual Report to Securities Holders

State whether an annual report will be sent to securities holders.

14. Authorization of Other Securities

Disclose that additional securities may be issued under the Trust Indenture in the future, but only in accordance with following:

- A. The issuer is not in default under any provision of the Trust Indenture.
- B. The issuer will give written notice to the Trustee and to the Broker-Dealer thirty (30) days in advance of any new bonds to be issued.
- C. The issuer must approve any additional bond issues by enacting a proper authorizing resolution, a supplemental Trust Indenture, and having its duly elected officers approve and execute such instruments and record the same as required by law.
- D. The bonds of subsequent series shall be issued only for the purpose of purchasing additional property, making additions and improvements to the land, buildings, furnishings, and equipment owned and operated by the issuer, and shall be included in the lien of the Trust Indenture. Also, bonds may be issued to refund any remaining balance of this or any subsequent series.
- E. The aggregate principal amount of the bonds of this series outstanding, together with the bonds of subsequent series outstanding or proposed to be issued, shall not exceed in aggregate amount of seventy (70%) percent of the reasonable value of the land, the buildings, and equipment owned and operated by the issuer and included in the lien of the Trust Indenture, together with that acquired by the application of the proceeds of such additional bonds.

- F. The annual repayment schedule during the first year, including the new issue, shall not exceed thirty-five (35%) percent of the total gross income of the issuer during the period of one year immediately preceding the new issue.
- G. The total long-term funded debt of the issuer, including any new issues, shall not exceed five times the total gross income of the issuer during the period of one year immediately preceding the new issue.

15. Certain Transactions

- A. Material transactions, not previously disclosed.
- B. Conflicts of interest.

16. Legal

- A. Insert a statement regarding any pending legal proceedings to which the issuer or any affiliate of the issuer is a party. Also indicate which, if any, of their properties is the subject of any proceedings known to be contemplated by governmental authorities. If none, so state.
- B. If a legal opinion is given, disclose the name and address of counsel giving the opinion.

17. Complete Financial Statements

Complete financial statements for the past three years should be included consisting of:

- A. Statement of assets and liabilities (balance sheet). All assets must be stated at their acquisition price less any adjustments for depreciation taken plus any improvements and/or additions. If appraisals at market value are obtained, they can be disclosed in a footnote.
- B. Statement of revenues and expenses (income statement). Revenues include amounts earned or donations received but do not include amounts received from sale of property. Expenses include amounts disbursed to maintain the organization's operations and do not include amounts spent on capital purchases such as land, buildings, etc.
- C. Obligations on previous church bond or other security issues.
- D. When appropriate, a statement as to any material change in financial condition since the date of the latest balance sheet.
- E. If the issuer has other divisions for which financials are kept, provide the financials. Example: A church that also operates a school with funds from the same sources of income and financial funds.
- F. All financial statements should contain appropriate notes which disclose significant accounting policies as well as explain material items.

18. Maturity Schedule of the Securities

Disclose the bond numbers, denominations, maturity date and interest rate in tabular form.

## ANY ADDITIONAL INFORMATION THAT IS PERTINENT

### SPECIAL GUIDELINES

The following special guidelines apply when securities are to be sold to persons other than present members of the non-profit organization who reside in the same household as the present members.

- A. Debt service should not exceed fifty (50%) percent of church income.
- B. The financing plan should provide for total redemption at maturity.
- C. The interest rate should be fixed and not variable at the option of the investor.
- D. There must be no provisions for payment of interest only out of designated funds.
- E. The trust indenture must provide for regular payments to the paying agent sufficient to service the debt and retire the principal by maturity.
- F. The paying agent must immediately report to the trustee and the Office of Financial and Insurance Services any default in payments into the sinking fund.
- G. Disclose that copies of the offering circular are on file with the Office of Financial and Insurance Services, Securities Section, Department of Labor & Economic Growth, 611 West Ottawa, Ottawa Bldg., P.O. Box 30701, Lansing, Michigan 48909-8201. Phone 1-877-999-6442.
- H. The financial statements for the most recent fiscal year ended must be audited by a licensed Certified Public Account.

19. Reservation Order For or Subscription Agreement

20. Compensation to Officers, Directors and Other Persons

- A. Set out all compensation to be received directly or indirectly by any person affiliated with the organization from the proceeds of this offering.
- B. Set out salaries of all officers, directors and any other compensation direct or indirect.
- C. Set out any past history of financial transactions between the issuer and the broker-dealer or financing organization and any known or contemplated future transactions.

THE FOLLOWING APPLY TO A NOT FOR PRIVATE PROFIT ORGANIZATION WISHING TO OFFER OR SELL \$250,000 OR LESS OF SECURITIES UNDER 451.802(a)(8) TO, ONLY BONA FIDE MEMBERS OF THE ORGANIZATION, WITHOUT THE PAYMENT OF A COMMISSION OR CONSULTING FEE.

When filing under 451.802(a)(8), an authorized representative of the organization should submit, in writing, the following required information:

1. State that your organization is operated not for private profit and exclusively for any of the following purposes:
  - A. Religious
  - B. Educational
  - C. Benevolent
  - D. Charitable
  - E. Fraternal
  - F. Social
  - G. Athletic
  - H. Reformatory Purposes
  - I. Chamber of Commerce
  - J. Trade or Professional Association
2. State that your organization wishes to offer and sell Securities and claim an exemption under Section 451.802(a)(8) of the Act.
3. Indicate the total dollar amount of the securities to be offered.
4. Indicate the type and terms of the security to be offered: At a minimum, include the following:
  - A. The various interest rates.
  - B. The various maturities.
  - C. The various denominations of the securities. (Example \$1,000, \$500, \$250, etc.).
5. State that your organization will sell the securities to only bona fide members of the organization without payment of a commission or consulting fee.
6. Describe any pending or existing, legal or administrative action(s) against your organization or any of the proposed sales agents.
7. Submit a list of the proposed sales agents, indicating their name, address and occupation. Indicate that you wish to have them excluded from the definition of "agent" under 401(b) of the Act.
8. State that your organization is fully aware that though the securities will be offered and/or sold under a claim of exemption, the organization is subject to the anti-fraud provisions of the Act.
9. Address your request to:

Office of Financial and Insurance Services  
Securities Section  
611 West Ottawa, Ottawa Bldg.  
P.O. Box 30701  
Lansing, MI 48909-8201



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Visit OFIS online at: [www.michigan.gov/ofis](http://www.michigan.gov/ofis) Phone OFIS toll-free at: 1-877-999-6442